



Southwestern Electric Power Company

P. O. BOX 21106 - SHREVEPORT, LOUISIANA 71156

RECORDATION NO. 9042-TH + J
Filed 1425

OCT 30 1985 - 3 47 PM

November 1, 1985

INTERSTATE COMMERCE COMMISSION

5-304A121

Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Mildred Lee, Room 2303

Re: Supplemental Filing under 49 U.S.C. §11303

No.

Date OCT 31 1985

Fee \$ 10.00

ICC Washington, D.C.

Gentlemen:

The purpose of this letter is to amend the following filing made pursuant to 49 U.S.C. §11303 to reflect the substitution of [3] one hundred-ton steel gondola cars for three original units which sustained a casualty occurrence.

The original recordation information and the car numbers of the units suffering a casualty occurrence and the replacement cars are as follows:

<u>Document Description</u>	<u>Recordation Number</u>
CONDITIONAL SALE AGREEMENT dated as of October 15, 1977 among Thrall Car Manufacturing Company and Southwestern Electric Power Company	No. 9042, filed on October 18, 1977
AGREEMENT AND ASSIGNMENT dated as of October 15, 1977 between Thrall Car Manufacturing Company and Mercantile-Safe Deposit and Trust Company, as Agent	No. 9042-A, filed on October 18, 1977

Car numbers of the destroyed cars:

SEPX 104264
SEPX 104191
SEPX 104493

Under the provisions of the above described Conditional Sale Agreement and pursuant to the Supplemental Agreement, dated as of May 1, 1985, between Southwestern Electric Power Company and Mercantile-Safe Deposit and Trust Company, as Agent (the "Supplemental Agreement"), the following 3 units have been substituted for the units which were destroyed and represent Replacement Units:

SEPX 116777
SEPX 116939
SEPX 116947

MOTOR OPERATING UNIT

OCT 31 3 47 PM '85

ICC OFFICE OF
THE SECRETARY

Counterpart - Lisa A. Scott

Enclosed are three copies of the Supplemental Agreement and a check in the amount of \$10.00 in payment of the applicable recording fee.

Please return one copy of this letter to our messenger, including a copy of the enclosed Supplemental Agreement bearing appropriate recordation data with respect to this supplemental filing.

Very truly yours,

SOUTHWESTERN ELECTRIC POWER COMPANY

By



A. G. Hammett, III, Treasurer

OCT 30 1985 :3 :0 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

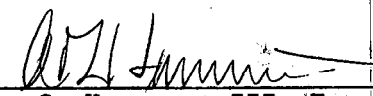
SOUTHWESTERN ELECTRIC POWER COMPANY (the "Company"), in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration to it paid, the receipt of which is hereby acknowledged, does hereby transfer to MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (the "Assignee"), under the Conditional Sale Agreement as defined below, title to the units of railroad equipment described in Schedule A hereto (the "Replacement Units") and all rights which the Company has or may have against the manufacturer of the Replacement Units to provide warranty repairs or other user support with respect to the Replacement Units.

The Company hereby warrants to the Assignee that the Company has legal title to the Replacement Units and good and lawful right to sell the Replacement Units, and that the Replacement Units are free of all claims, liens, security interests and other encumbrances of any nature except for (i) any liens permitted by the second paragraph of Article 12 of the Conditional Sale Agreement, dated as of October 15, 1977 (the "Conditional Sale Agreement"), between Thrall Car Manufacturing Company, and the Company, and (ii) the rights of the Company under the Conditional Sale Agreement.

IN WITNESS WHEREOF, the Company has caused this instrument to be duly executed as of the 1st day of November, 1985.

SOUTHWESTERN ELECTRIC POWER COMPANY

By


A. G. Hammett, III, Treasurer

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>TYPE</u>	<u>QUANTITY</u>	<u>CAR NUMBER</u>
100-ton (4,000 cu. ft.)	3	SEPX 116777
High-side steel gondola		SEPX 116939
Cars with swivel couplers.		SEPX 116947